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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

APF Group, Inc. d/b/a APF Master
Framemakers, d/b/a APF Munn Master
Framemakers, d/b/a Michael Thomas
Framemakers,

Chapter 11

Case No.: 09-23696 (RDD)

Debtor.

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**APPLICATION FOR AN ORDER AUTHORIZING RETENTION OF FINANCIAL
ADVISORS FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

To: **The Honorable Robert D. Drain**
United States Bankruptcy Judge

The Official Committee of Unsecured Creditors (the "Committee" or "Applicant") of APF Group, Inc. d/b/a APF Master Framemakers, d/b/a APF Munn Master Framemakers, d/b/a Michael Thomas Framemakers, hereby files this application (the "Application") for the retention of CBIZ Accounting, Tax & Advisory of New York, LLC ("CBIZ Mahoney Cohen" or "Accountants") as financial advisors to the Committee, and in support thereof respectfully represents as follows:

I. BACKGROUND AND JURISDICTION

1. On September 11, 2009 (the "Petition Date"), APF Group, Inc. d/b/a APF Master Framemakers, d/b/a APF Munn Master Framemakers, d/b/a Michael Thomas

Framemakers, (the “Debtor”) filed a voluntary petition for reorganization under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”). The Debtor continues to operate its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 case.

2. On October 2, 2009, the United States Trustee (“U.S. Trustee”) appointed a three (3) member committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

3. The Committee has filed an application with this Court to retain Platzer, Swergold, Karlin, Levine, Goldberg & Jaslow, LLP (“Platzer”) as its counsel in this Chapter 11 case, as of October 1, 2009.

4. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

II. REQUESTED RELIEF

5. The Committee has selected CBIZ Mahoney Cohen to advise it concerning the financial affairs of the Debtor. CBIZ Mahoney Cohen has been retained in numerous bankruptcy cases over many years, and is familiar and experienced in providing the accounting and financial advisory services required by an official committee of unsecured creditors. Accordingly, Applicant desires to employ CBIZ Mahoney Cohen *nunc pro tunc* to October 5, 2009 to perform accounting and financial advisory services in this case as more fully set forth below and in the annexed affidavit of Jeffrey T. Sutton.

6. CBIZ Mahoney Cohen will assist the Committee with the following:
 - a. Evaluation of the Debtor's post-petition cash flow and/or other projections and budgets prepared by the Debtor or its financial advisors;
 - b. Monitor the Debtor's activities regarding cash expenditures and general business operations subsequent to the filing of the petition under Chapter 11;
 - c. Assist the Committee in its review of monthly operating reports submitted by the Debtor or its financial advisors;
 - d. Manage or assist with any investigation into pre-petition acts, conduct, property, liabilities and financial condition of the Debtor, its management, or creditors, including the operation of the Debtor's business, as instructed by the Committee;
 - e. Analyze transactions with the Debtor's financing institutions and provide financial analysis related to any cash collateral financing, including advising the Committee concerning such matters;
 - f. Analyze transactions with vendors, insiders, related and/or affiliated companies, subsequent and prior to the date of the filing of the petition under Chapter 11, as instructed by the Committee;
 - g. Assist the Committee or its counsel in any litigation proceedings against the financing institutions of the Debtor, insiders and other potential adversaries, including testimony, if necessary;
 - h. Assist the Committee in its review of the financial aspects of any proposed asset purchase agreement or evaluating any plan of reorganization/liquidation and if applicable, assist the Committee in negotiating, evaluating and qualifying any competing offers;
 - i. Attend meetings with representatives of the Committee and their counsel and prepare presentations to the Committee that provide analyses and updates on diligence performed;
 - j. Perform any other services that may be necessary in our role as accountants/financial advisors to the Committee or that may be requested by Committee counsel or the Committee;

7. CBIZ Mahoney Cohen has indicated its willingness to be retained to render the aforesaid services and to be compensated therefore in accordance with its normal hourly rates.

The Committee has been advised that the rates of the Accountants who will work on this case

are as follows: (i) Directors and Managing Directors, \$400 to \$650 per hour; (ii) Managers and Senior Managers, \$295 to \$400 per hour; and (iii) Senior Associates and Staff, \$130 to \$295 per hour. CBIZ Mahoney Cohen shall seek to be compensated for services to be rendered upon appropriate application to this Court in accordance with the Bankruptcy Code, Bankruptcy Rules and the Official Guidelines governing compensation of professionals in Southern District of New York bankruptcy cases. CBIZ Mahoney Cohen will also seek reimbursement of all out-of-pocket disbursements in accordance with the Official Guidelines governing such matters in this Court.

8. CBIZ Mahoney Cohen has indicated and represented that it is a “disinterested party” as such term is defined by §101(14) of the Bankruptcy Code and CBIZ Mahoney Cohen neither holds nor represents any interest that is adverse to the Debtor, its estate or the Committee.

9. CBIZ Mahoney Cohen has represented that its firm has not had any prior business, or other connection, with the Debtor, its attorneys or accountants, or any other party in interest, except Mahoney Cohen & Company, CPA, P.C., a predecessor entity to CBIZ Mahoney Cohen, was previously retained by the Official Committee of Unsecured Creditors of Petals, Inc. et al. (SDNY case nos. 03-13285, 03-13368 and 03-13371 through 03-13374), which debtors had insiders in common with this Debtor. The Committee has determined that this does not render CBIZ Mahoney Cohen “not disinterested.”

10. The Committee respectfully submits that the retention of CBIZ Mahoney Cohen will serve the best interests of all interested parties herein.

11. No prior application for the relief requested has been made to this or any other court.

12. Notice of this Application has been provided to the Office of the United States Trustee and counsel for the Debtor. Applicant submits that no other or further notice is warranted and that the notice provided is sufficient.

WHEREFORE, Applicant prays that it be authorized to retain CBIZ Mahoney Cohen as its financial advisors *nunc pro tunc* to October 5, 2009 to assist it in the performance of its functions pursuant to §§ 327 and 328 of the Bankruptcy Code and that an order substantially in the form annexed hereto as Exhibit "A" be entered by the Court.

Dated: October 27, 2009

THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF APF GROUP, INC.

Local 210 Affiliated Health Fund
Chair of the Committee

By: /s/ Kevin O. McCulloch
Kevin O. McCulloch, Director
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